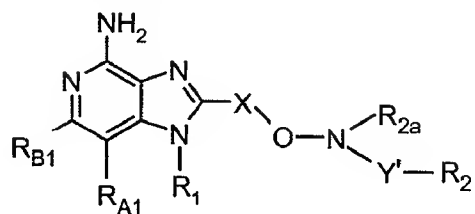


## AMENDMENTS TO THE CLAIMS

This Listing of Claims will replace all prior versions, and listings, of claims in the Application:

### Listing of Claims:

1. (Canceled)
2. (Currently amended) A compound of the Formula II:



II

wherein:

X is C<sub>1-10</sub> alkylene or ~~C<sub>2-10</sub> alkenylene~~;

R<sub>A1</sub> and R<sub>B1</sub> are taken together to form a fused aryl ring, wherein the aryl ring is unsubstituted or ~~substituted by one or more R groups~~, or substituted by one R<sub>3</sub> group, or ~~substituted by one R<sub>3</sub> group and one R group~~;

~~R is selected from the group consisting of:~~

~~halogen,~~

~~hydroxy,~~

~~alkyl,~~

~~alkenyl,~~

~~haloalkyl,~~

~~alkoxy,~~

~~alkylthio, and~~

~~N(R<sub>9</sub>)<sub>2</sub>;~~

R<sub>3</sub> is selected from the group consisting of:

$-Z-R_4$ ,  
 $-Z-X'-R_4$ , and  
 $-Z-X'-Y-R_4$ , ~~and~~  
 ~~$-Z-X'-R_5$~~ ;

Y' is selected from the group consisting of:

a bond,  
 $-C(O)-$ ,  
 ~~$-C(S)-$~~ ,  
 $-S(O)_2-$ ,  
 $-S(O)_2-N(R_8)-$ ,  

$$-S(O)_2-N \begin{array}{c} \text{---} \text{---} \text{---} \\ \text{---} \text{---} \text{---} \end{array} R_{10} \text{---} ,$$
 $-C(O)-O-$ ,  
 $-C(O)-N(R_8)-$ ,  
 $-C(S)-N(R_8)-$ ,  
 ~~$-C(O)-N(R_8)-S(O)_2-$~~ ,  
 $-C(O)-N(R_8)-C(O)-$ , and  
 ~~$-C(S)-N(R_8)-C(O)-$~~ ,  

$$-C(O)-N \begin{array}{c} \text{---} \text{---} \text{---} \\ \text{---} \text{---} \text{---} \end{array} R_{10} \text{---} ,$$
 ~~$-C(O)-C(O)-$~~ ,  
 ~~$-C(O)-C(O)-O-$~~ , and  
 ~~$-C(=NH)-N(R_8)-$~~ ;

R<sub>1</sub> is selected from the group consisting of:

$-R_4$ ,  
 $-X'-R_4$ , and  
 $-X'-Y-R_4$ ,  
 ~~$-X'-Y-X'-Y-R_4$~~ , and

~~-X'-R<sub>5</sub>~~;

R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of:

hydrogen,

alkyl,

~~alkenyl,~~

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, ~~alkenyl~~, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or

heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

~~hydroxy,~~

alkyl,

haloalkyl,

~~hydroxyalkyl,~~

alkoxy,

~~dialkylamino,~~

~~-S(O)<sub>0-2</sub>-alkyl,~~

~~-S(O)<sub>0-2</sub>-aryl,~~

~~-NH-S(O)<sub>2</sub>-alkyl,~~

~~-NH-S(O)<sub>2</sub>-aryl,~~

~~haloalkoxy,~~

halogen, and

~~cyano,~~

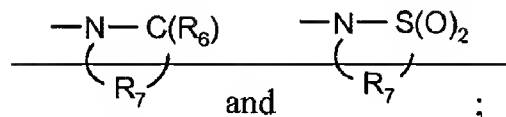
~~nitro,~~

aryl,

~~heteroaryl,~~

heterocyclyl;  
 aryloxy;  
 arylalkyleneoxy;  
~~C(O)-O-alkyl;~~  
~~C(O)-N(R<sub>8</sub>)<sub>2</sub>;~~  
~~N(R<sub>8</sub>)-C(O)-alkyl;~~  
~~O-(CO)-alkyl;~~ and  
~~C(O)-alkyl;~~

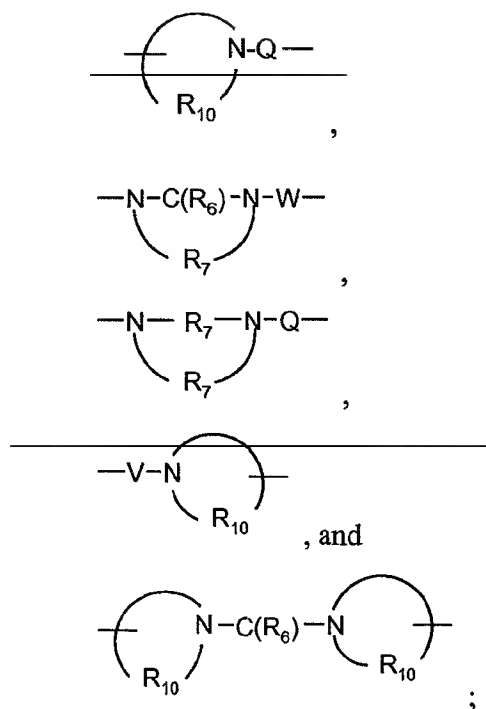
or R<sub>2</sub> and R<sub>2a</sub> together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



X' is selected from the group consisting of alkylene, ~~alkenylene, alkynylene, and~~ arylene; heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more O-groups;

Y is selected from the group consisting of:

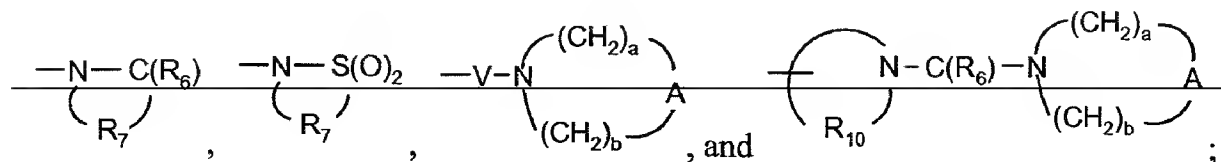
~~S(O)<sub>0-2</sub>;~~  
~~S(O)<sub>2</sub>-N(R<sub>8</sub>)-;~~  
~~C(R<sub>6</sub>)-;~~  
~~C(R<sub>6</sub>)-O-~~  
~~O-C(R<sub>6</sub>)-;~~  
~~O-C(O)-O-~~  
~~N(R<sub>8</sub>)-Q-~~  
~~C(R<sub>6</sub>)-N(R<sub>8</sub>)-;~~  
~~O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-;~~  
~~C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;~~



Z is a bond or ~~O~~;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

~~R<sub>5</sub> is selected from the group consisting of:~~



~~R<sub>6</sub> is selected from the group consisting of =O and =S;~~

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, and C<sub>1-10</sub> alkyl, ~~C<sub>2-10</sub> alkenyl, C<sub>4-10</sub> alkoxy C<sub>4-10</sub> alkylenyl, and aryl C<sub>4-10</sub> alkylenyl;~~

~~R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;~~

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~A is selected from the group consisting of CH<sub>2</sub>, O, C(O), S(O)<sub>0-2</sub>, and N(R<sub>4</sub>);~~

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, ~~C(R<sub>6</sub>)-C(R<sub>6</sub>)-~~, -S(O)<sub>2</sub>-, and -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, ~~S(O)<sub>2</sub>-N(R<sub>8</sub>)-, C(R<sub>6</sub>)-O-, and C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;~~

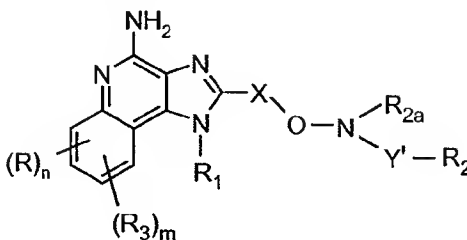
V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-, and

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-, and

~~a and b are independently integers from 1 to 6 with the proviso that a+b is ≤ 7;~~ or a pharmaceutically acceptable salt thereof.

3. (Canceled)

4. (Currently amended) The compound of claim 2 of the Formula IIIa:



IIIa

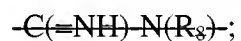
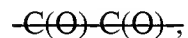
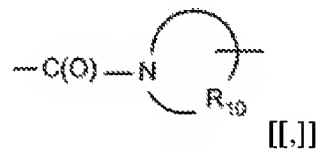
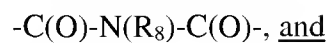
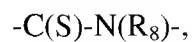
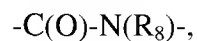
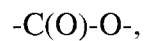
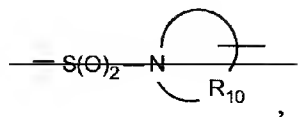
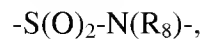
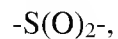
wherein:

X is C<sub>1-10</sub> alkylene ~~or C<sub>2-10</sub> alkenylene;~~

Y' is selected from the group consisting of:

a bond,

-C(O)-,



~~R is selected from the group consisting of:~~

~~halogen,~~

~~hydroxy,~~

~~alkyl,~~

~~alkenyl,~~

~~haloalkyl,~~

~~alkoxy,~~

~~alkylthio, and~~

~~N(R<sub>9</sub>)<sub>2</sub>;~~

R<sub>1</sub> is selected from the group consisting of:

-R<sub>4</sub>,

-X'-R<sub>4</sub>, and

-X'-Y-R<sub>4</sub>;

~~-X'-Y-X'-Y-R<sub>4</sub>, and~~

~~-X'-R<sub>5</sub>;~~

R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of:

hydrogen,

alkyl,

~~alkenyl,~~

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, ~~alkenyl~~, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or

heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

~~hydroxy,~~

alkyl,

haloalkyl,

~~hydroxyalkyl,~~

alkoxy,

~~dialkylamino,~~

~~-S(O)<sub>0-2</sub>-alkyl,~~

~~-S(O)<sub>0-2</sub>-aryl,~~

~~-NH-S(O)<sub>2</sub>-alkyl,~~

~~-NH-S(O)<sub>2</sub>-aryl,~~

haloalkoxy,

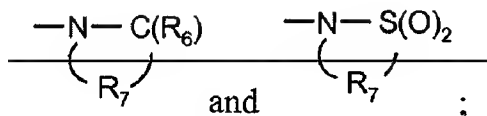
halogen, and

~~cyano,~~



~~nitro;~~  
~~aryl;~~  
~~heteroaryl;~~  
~~heterocyclyl;~~  
~~aryloxy;~~  
~~arylalkyleneoxy;~~  
~~-C(O)-O-alkyl;~~  
~~-C(O)-N(R<sub>8</sub>)<sub>2</sub>;~~  
~~-N(R<sub>8</sub>)-C(O)-alkyl;~~  
~~-O-(CO)-alkyl; and~~  
~~-C(O)-alkyl;~~

or R<sub>2</sub> and R<sub>2a</sub> together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



R<sub>3</sub> is selected from the group consisting of:

~~-Z-R<sub>4</sub>;~~  
~~-Z-X'-R<sub>4</sub>, and~~  
~~-Z-X'-Y-R<sub>4</sub>; and~~  
~~-Z-X'-R<sub>5</sub>;~~

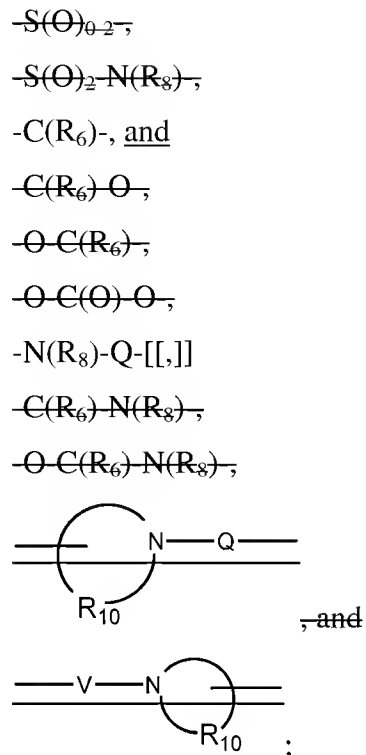
n is an integer from 0 to 4;

m is 0 or 1;

with the proviso that when m is 1, then n is 0 or 1;

X' is selected from the group consisting of alkylene, ~~alkenylene, alkynylene, and~~ arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more O groups;

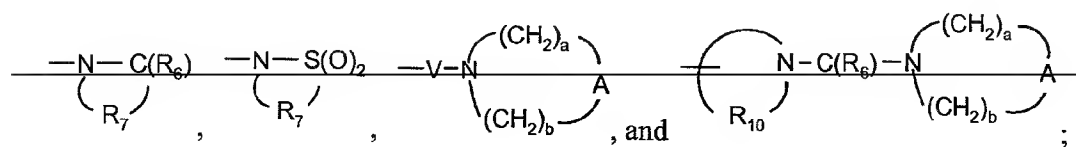
Y is selected from the group consisting of:



Z is a bond or  $-\text{O}-$ ;

$\text{R}_4$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$\text{R}_5$  is selected from the group consisting of:



~~R<sub>6</sub> is selected from the group consisting of =O and =S;~~

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, and C<sub>1-10</sub> alkyl, ~~C<sub>2-10</sub> alkenyl, C<sub>4-10</sub> alkoxy C<sub>4-10</sub> alkylenyl, and aryl C<sub>4-10</sub> alkylenyl;~~

~~R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;~~

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~A is selected from the group consisting of CH<sub>2</sub>, O, C(O), S(O)<sub>0-2</sub>, and N(R<sub>4</sub>);~~

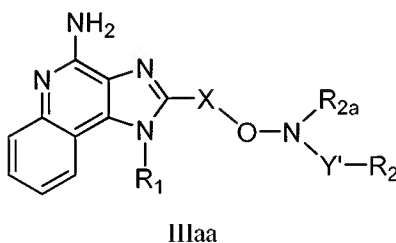
Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, ~~C(R<sub>6</sub>)-C(R<sub>6</sub>)-~~, -S(O)<sub>2</sub>-, and -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, ~~S(O)<sub>2</sub>-N(R<sub>8</sub>)-, C(R<sub>6</sub>)-O-, and C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;~~

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-, and

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-, and

~~a and b are independently integers from 1 to 6 with the proviso that a+b is ≤ 7;~~  
or a pharmaceutically acceptable salt thereof.

5. (Currently amended) The compound of claim 2 of the Formula IIIaa:



wherein:

X is C<sub>1-10</sub> alkylene ~~or C<sub>2-10</sub> alkenylene;~~

Y' is selected from the group consisting of:

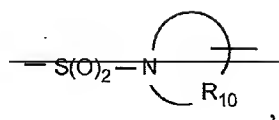
a bond,

-C(O)-,

~~-C(S)-~~,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



~~---C(O)---O---~~,

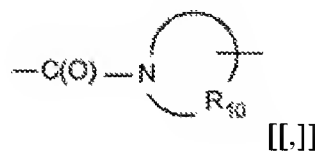
~~---C(O)---N(R<sub>8</sub>)---~~,

~~---C(S)---N(R<sub>8</sub>)---~~,

~~---C(O)---N(R<sub>8</sub>)---S(O)<sub>2</sub>---~~,

~~---C(O)---N(R<sub>8</sub>)---C(O)---~~, and

~~---C(S)---N(R<sub>8</sub>)---C(O)---~~,



~~---C(O)---C(O)---~~,

~~---C(O)---C(O)---O---~~, and

~~---C(=NH)---N(R<sub>8</sub>)---~~;

R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of:

hydrogen,

alkyl,

~~alkenyl~~,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, ~~alkenyl~~, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or

heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

~~hydroxy~~,

alkyl,

haloalkyl,

~~hydroxyalkyl,~~  
~~alkoxy,~~  
~~dialkylamino,~~  
~~-S(O)<sub>0-2</sub>-alkyl,~~  
~~-S(O)<sub>0-2</sub>-aryl,~~  
~~-NH-S(O)<sub>2</sub>-alkyl,~~  
~~-NH-S(O)<sub>2</sub>-aryl,~~  
~~haloalkoxy,~~  
~~halogen, and~~  
~~cyano,~~  
~~nitro,~~  
~~aryl,~~  
~~heteroaryl,~~  
~~heterocyclyl,~~  
~~aryloxy,~~  
~~arylalkyleneoxy,~~  
~~-C(O)-O-alkyl,~~  
~~-C(O)-N(R<sub>8</sub>)<sub>2</sub>,~~  
~~-N(R<sub>8</sub>)-C(O)-alkyl,~~  
~~-O-(CO)-alkyl, and~~  
~~-C(O)-alkyl;~~

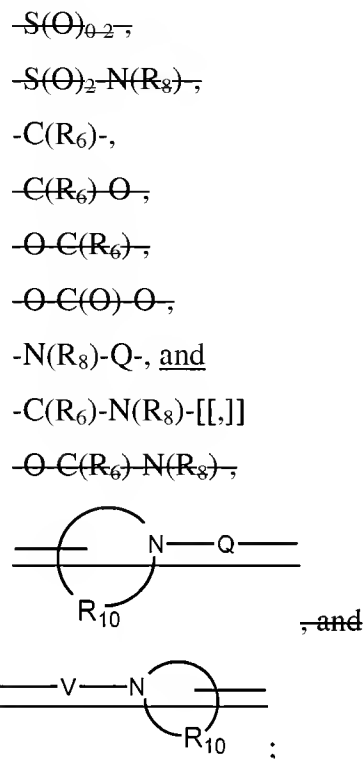
R<sub>1</sub> is selected from the group consisting of:

~~-R<sub>4</sub>,~~  
~~-X'-R<sub>4</sub>, and~~  
~~-X'-Y-R<sub>4</sub>,~~  
~~-X'-Y-X'-Y-R<sub>4</sub>, and~~  
~~-X'-R<sub>5</sub>;~~

X' is selected from the group consisting of alkylene, ~~alkenylene, alkynylene, and~~ arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be

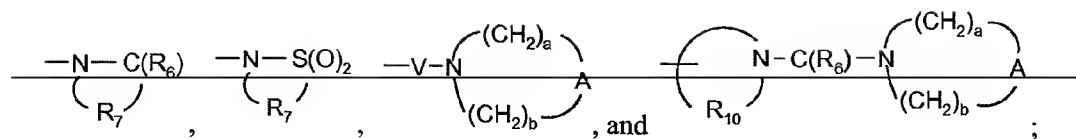
~~optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;~~

Y is selected from the group consisting of:



R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

~~R<sub>5</sub> is selected from the group consisting of:~~



R<sub>6</sub> is =O;

R<sub>8</sub> is selected from the group consisting of hydrogen, and C<sub>1-10</sub> alkyl, ~~C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy C<sub>1-10</sub> alkylenyl, and aryl C<sub>1-10</sub> alkylenyl~~;

~~R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;~~

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~A is selected from the group consisting of CH<sub>2</sub>, O, C(O), S(O)<sub>0-2</sub>, and N(R<sub>4</sub>);~~

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, ~~C(R<sub>6</sub>)-C(R<sub>6</sub>)-~~, -S(O)<sub>2</sub>-, and -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, ~~S(O)<sub>2</sub>-N(R<sub>8</sub>)-, C(R<sub>6</sub>)-O-, and C(R<sub>6</sub>)-N(OR<sub>9</sub>)-~~;

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

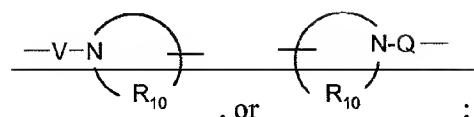
W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;  
or a pharmaceutically acceptable salt thereof.

6.-13. (Canceled)

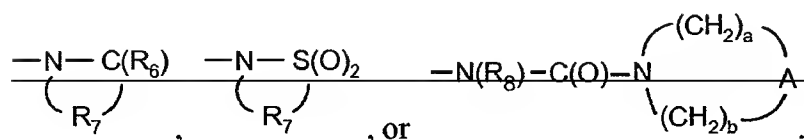
14. (Previously presented) The compound or salt of claim 4 wherein m and n are 0.

15.-18. (Canceled)

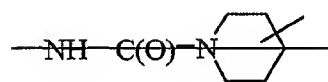
19. (Currently amended) The compound or salt of claim 2 wherein R<sub>1</sub> is selected from the group consisting of alkyl, arylalkylenyl, aryloxyalkylenyl, hydroxyalkyl, alkylsulfonylalkylenyl, and -X'-Y-R<sub>4</sub>-, ~~and X'-R<sub>5</sub>~~; wherein X' is alkylene; Y is -N(R<sub>8</sub>)-C(O)-, -N(R<sub>8</sub>)-S(O)<sub>2</sub>-, -N(R<sub>8</sub>)-S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -N(R<sub>8</sub>)-C(O)-N(R<sub>8</sub>)-, or -N(R<sub>8</sub>)-C(O)-N(R<sub>8</sub>)-C(O)-,



; and  $R_4$  is hydrogen, alkyl, alkenyl, aryl, or heteroaryl, wherein alkyl and alkenyl are optionally substituted by aryl or aryloxy and wherein aryl is optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, cyano, haloalkyl, and halogen; ~~and  $R_5$  is~~



20. (Currently amended) The compound or salt of claim 19 wherein  $R_1$  is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or  $\text{---X'---Y---R}_4$ ;  $X'$  is ethylene, propylene, or butylene;  $Y$  is  $\text{---NH---C(O)---}$ ,  $\text{---NH---S(O)}_2\text{---}$ ,  $\text{---NH---S(O)}_2\text{---N(R}_8\text{)---}$ ,  $\text{---NH---C(O)---N(R}_8\text{)---}$ , or  $\text{---NH---C(O)---NH---C(O)---}$ ; ~~or~~



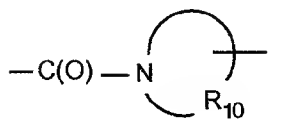
; and  $R_8$  is hydrogen or methyl.

21. (Previously presented) The compound or salt of claim 2 wherein  $X$  is  $C_{1-4}$  alkylene.

22. (Previously presented) The compound or salt of claim 21 wherein  $X$  is methylene.

23. (Previously presented) The compound or salt of claim 2 wherein  $Y'$  is selected from the group consisting of a bond,  $\text{---C(O)---}$ ,  $\text{---C(O)---O---}$ ,  $\text{---S(O)}_2\text{---}$ ,  $\text{---S(O)}_2\text{---N(R}_8\text{)---}$ ,  $\text{---C(O)---N(R}_8\text{)---}$ ,  $\text{---C(S)---}$

$\text{N(R}_8\text{)---}$ ,  $\text{---C(O)---N(R}_8\text{)---C(O)---}$ , and



24. (Previously presented) The compound or salt of claim 23 wherein  $Y'$  is selected from the group consisting of  $\text{---C(O)---}$ ,  $\text{---S(O)}_2\text{---}$ , and  $\text{---C(O)---N(R}_8\text{)---}$ .



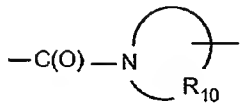
25. (Currently amended) The compound or salt of claim 2 wherein  $R_2$  and  $R_{2a}$  are independently selected from the group consisting of: hydrogen, alkyl, ~~alkenyl~~, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, ~~alkenyl~~, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino,  $-S(O)_{0-2}$ -alkyl,  $-S(O)_{0-2}$ -aryl,  $-NH-S(O)_2$ -alkyl,  $-NH-S(O)_2$ -aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy,  $-C(O)-O$ -alkyl,  $-C(O)-N(R_8)_2$ ,  $-N(R_8)-C(O)$ -alkyl,  $-O-(CO)$ -alkyl, and  $-C(O)$ -alkyl.
26. (Previously presented) The compound or salt of claim 2 wherein  $R_{2a}$  is hydrogen.
27. (Currently amended) The compound or salt of claim 2 wherein  $R_2$  and  $R_{2a}$  are independently selected from the group consisting of hydrogen, alkyl, ~~alkenyl~~, aryl, heteroaryl, wherein the alkyl, ~~alkenyl~~, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of  $C_{1-10}$  alkyl, aryl, heteroaryl,  $C_{1-10}$  alkoxy,  $-O-C(O)-C_{1-10}$  alkyl,  $-C(O)-O-C_{1-10}$  alkyl, halogen, and cyano.
28. (Previously presented) The compound or salt of claim 2 wherein  $R_2$  is alkyl or substituted alkyl, and  $R_{2a}$  is hydrogen.
29. (Previously presented) The compound or salt of claim 28 wherein  $R_2$  is methyl or cyclopropyl, and  $R_{2a}$  is hydrogen.
- 30-34. (Canceled)
35. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 2 in combination with a pharmaceutically acceptable carrier.



41. (Previously presented) The compound or salt of claim 4 or 5 wherein X is C<sub>1-4</sub> alkylene.

42. (Previously presented) The compound or salt of claim 41 wherein X is methylene.

43. (Previously presented) The compound or salt of claim 4 or 5 wherein Y' is selected from the group consisting of a bond, -C(O)-, -C(O)-O-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(O)-N(R<sub>8</sub>)-, -C(S)-

N(R<sub>8</sub>)-, -C(O)-N(R<sub>8</sub>)-C(O)-, and .

44. (Previously presented) The compound or salt of claim 43 wherein Y' is selected from the group consisting of -C(O)-, -S(O)<sub>2</sub>-, and -C(O)-N(R<sub>8</sub>)-.

45. (Previously presented) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino, -S(O)<sub>0-2</sub>-alkyl, -S(O)<sub>0-2</sub>-aryl, -NH-S(O)<sub>2</sub>-alkyl, -NH-S(O)<sub>2</sub>-aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl, -C(O)-N(R<sub>8</sub>)<sub>2</sub>, -N(R<sub>8</sub>)-C(O)-alkyl, -O-(CO)-alkyl, and -C(O)-alkyl.

46. (Previously presented) The compound or salt of claim 4 or 5 wherein R<sub>2a</sub> is hydrogen.

47. (Previously presented) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C<sub>1-10</sub> alkyl, aryl, heteroaryl, C<sub>1-10</sub> alkoxy, -O-C(O)-

C<sub>1-10</sub> alkyl, -C(O)-O-C<sub>1-10</sub> alkyl, halogen, and cyano.

48. (Previously presented) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> is alkyl or substituted alkyl, and R<sub>2a</sub> is hydrogen.

49. (Previously presented) The compound or salt of claim 48 wherein R<sub>2</sub> is methyl or cyclopropyl, and R<sub>2a</sub> is hydrogen.

50.-64. (Canceled)

65. (Previously presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 or 5 in combination with a pharmaceutically acceptable carrier.

66. (Withdrawn) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 or 5 to the animal.

67.-72. (Canceled)